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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Inke Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Inke Limited

映客互娛有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3700)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at Beijing Pengrun Hotel, No. 26 Xiaoyun Road, Chaoyang District, Beijing, China on Wednesday, 24 June 2020 at 2:00 p.m., at which, among other things, the above proposals will be considered, which set out on pages 15 to 17 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.inke.cn).

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting (i.e. before 2:00 p.m. on Monday, 22 June 2020) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

27 April 2020

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Beijing Pengrun Hotel, No. 26 Xiaoyun Road, Chaoyang District, Beijing, China on Wednesday, 24 June 2020 at 2:00 p.m., or any adjournment thereof and notice of which is set out on pages 15 to 17 of this circular
“Articles of Association”	the articles of association of the Company
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Company”	Inke Limited, an exempted company incorporated in the Cayman Islands with limited liability on 24 November 2017
“Companies Law”	the Companies Law (2020 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Controlling Shareholder(s)”	Mr. Feng Yousheng, Fantastic Live Holdings Limited, Ms. Liao Jieming, Luckystar Live Holdings Limited, Generous live LIMITED, Mr. Hou Guangling, Horizon Live Holdings Limited and Evergreen live LIMITED
“Director(s)”	the director(s) of the Company
“Founder”	the founder of the Group
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	19 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	12 July 2018, being the date of listing of Shares on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	The People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting the Repurchase Mandate
“Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of US\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



Inke Limited

映客互娛有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3700)

Executive Directors:

Mr. FENG Yousheng (*Chairman*)

Mr. HOU Guangling

Non-executive Director:

Mr. LIU Xiaosong

Independent non-executive Directors:

Mr. David CUI

Mr. DU Yongbo

Dr. LI Hui

Registered office:

PO Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

Headquarter:

Zone C, Block A, Greenland Center

Area 4, Wangjing East Garden

Chaoyang District

Beijing, 100102, PRC

Principal place of business in Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

27 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate and (ii) the re-election of retiring Directors.

LETTER FROM THE BOARD

ISSUE MANDATE

The Company's existing Issue Mandate to issue Shares was approved by the then Shareholders at the annual general meeting of the Company held on 19 June 2019. Unless otherwise renewed, the existing Issue Mandate to issue Shares will lapse at the conclusion of the AGM.

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the AGM, an ordinary resolution numbered 4 will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional securities of the Company not exceeding 20% of the number of issued Shares as at the date of passing the relevant resolution and granting the Issue Mandate.

In addition, subject to a separate approval of ordinary resolution numbered 6, the number of Shares that may be repurchased by the Company under ordinary resolution numbered 5 will also be added to extend the limit of the Issue Mandate as mentioned in ordinary resolution numbered 4, provided that such additional value shall represent up to 10% of the number of issued Shares as at the date of passing the resolutions in relation to the Issue Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the Issue Mandate.

As at the Latest Practicable Date, there were 2,006,956,000 Shares in issue. Subject to the passing of the ordinary resolution numbered 4 and on the basis that no further Shares to be issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue a maximum of 401,391,200 Shares.

REPURCHASE MANDATE

The Company's existing Repurchase Mandate to repurchase Shares was approved by the then Shareholders at the annual general meeting of the Company held on 19 June 2019. Unless otherwise renewed, the existing Repurchase Mandate to repurchase Shares will lapse at the conclusion of the AGM.

In addition, an ordinary resolution numbered 5 will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of passing the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

As at the Latest Practicable Date, there were 2,006,956,000 Shares in issue. Subject to the passing of the ordinary resolution numbered 5 and on the basis that no further Shares to be issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 200,695,600 Shares.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.19 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. FENG Yousheng and Mr. HOU Guangling will retire from office at the AGM and, being eligible, offer themselves for re-election.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular, which indicates how the Directors to be elected contribute to the diversity of the Board.

Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's Board diversity policy, the requirements in the Company's constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Directors to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment.

Recommendation of the Nomination Committee

In accordance with the terms of reference of the Nomination Committee and the nomination policy of the Company, the Nomination Committee has evaluated the performance and contribution of each of the retiring Directors during the years of services; and reviewed the independence confirmation submitted by each independent non-executive Director and assessed the independence of each of them.

In the evaluation, the Nomination Committee is of the opinion that each of the retiring Directors has contributed positively to the Board with his extensive knowledge and experience in various fields that is relevant to the Company's business. In addition, the retiring Directors' diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board.

LETTER FROM THE BOARD

In addition, all independent non-executive Directors met the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee is not aware of any relationships or circumstances that might influence any independent non-executive Directors in exercising independent judgement, and is satisfied that each independent non-executive Director has the required independence to fulfill the role of an independent non-executive Director.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of Mr. FENG Yousheng and Mr. HOU Guangling. Such proposal will be put forward at the AGM for Shareholders' consideration and approval by way of ordinary resolutions. The Board also believes that the Directors who are seeking re-election at the AGM have the qualifications and related expertise that will continue to generate significant contribution to the Company and the Shareholders as a whole.

ANNUAL GENERAL MEETING

Set out on pages 15 to 17 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.inke.cn). If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. before 2:00 p.m. on Monday, 22 June 2020) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL

There is no Shareholder who has any material interest in any of the resolutions to be proposed at the AGM, and therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder. A Shareholder entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of retiring Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board
Inke Limited
FENG Yousheng
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,006,956,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 200,695,600 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2019 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2019		
April	2.45	1.90
May	2.11	1.66
June	1.88	1.41
July	1.65	1.43
August	1.47	1.00
September	1.24	1.05
October	1.30	1.02
November	1.23	1.06
December	1.14	1.02
2020		
January	1.42	1.06
February	1.54	1.12
March	1.36	0.85
April (up to the Latest Practicable Date)	1.11	0.97

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Controlling Shareholders were interested in approximately 34.53% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of the Controlling Shareholders would be increased from 34.53% to approximately 38.37% of the total number of Shares in issue, such increase would give rise to a general offer obligation under the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to an extent that the general offer obligation would be triggered and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

10. SHARE PURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company repurchased its own Shares as follows:

Date of buy-back	Number of Shares bought back	Price per Share		Aggregate consideration paid
		Highest HK\$	Lowest HK\$	
2 October 2019	403,000	1.13	1.06	440,050
3 October 2019	103,000	1.10	1.08	112,190
4 October 2019	180,000	1.09	1.05	191,930
8 October 2019	268,000	1.09	1.05	285,990
9 October 2019	629,000	1.10	1.04	671,300
10 October 2019	420,000	1.11	1.08	458,180
11 October 2019	270,000	1.12	1.09	297,360
14 October 2019	429,000	1.11	1.10	474,250
15 October 2019	838,000	1.10	1.06	908,030
16 October 2019	365,000	1.11	1.09	389,620
17 October 2019	985,000	1.11	1.06	1,072,420
18 October 2019	686,000	1.10	1.08	747,610
21 October 2019	887,000	1.10	1.08	969,640
22 October 2019	647,000	1.11	1.10	714,340
23 October 2019	983,000	1.15	1.11	1,113,850
24 October 2019	505,000	1.16	1.15	584,730
25 October 2019	69,000	1.16	1.13	79,070
28 October 2019	80,000	1.15	1.14	91,250
29 October 2019	1,271,000	1.19	1.14	1,500,700
30 October 2019	1,009,000	1.20	1.17	1,206,180
31 October 2019	224,000	1.22	1.22	273,280
1 November 2019	988,000	1.23	1.20	1,200,620
4 November 2019	102,000	1.20	1.19	122,100
5 November 2019	561,000	1.18	1.16	653,800
6 November 2019	263,000	1.20	1.16	310,070
7 November 2019	175,000	1.20	1.18	208,300
8 November 2019	305,000	1.21	1.19	364,360
11 November 2019	363,000	1.19	1.17	428,330
12 November 2019	43,000	1.20	1.18	51,100
13 November 2019	320,000	1.20	1.17	379,670

Date of buy-back	Number of Shares bought back	Price per Share		Aggregate consideration paid HK\$
		Highest HK\$	Lowest HK\$	
14 November 2019	156,000	1.20	1.18	187,130
15 November 2019	60,000	1.19	1.16	70,660
18 November 2019	80,000	1.18	1.17	94,110
19 November 2019	89,000	1.20	1.18	105,220
20 November 2019	432,000	1.18	1.16	506,940
21 November 2019	451,000	1.18	1.15	524,670
22 November 2019	154,000	1.17	1.14	177,940
25 November 2019	593,000	1.16	1.14	681,340
26 November 2019	514,000	1.17	1.13	589,700
27 November 2019	844,000	1.15	1.12	953,320
28 November 2019	129,000	1.14	1.08	142,450
29 November 2019	715,000	1.14	1.07	800,180
3 December 2019	92,000	1.13	1.10	101,970
5 December 2019	82,000	1.11	1.08	90,010
9 December 2019	782,000	1.10	1.04	837,880
11 December 2019	507,000	1.07	1.05	538,490
12 December 2019	643,000	1.07	1.04	677,950
16 December 2019	30,000	1.04	1.04	31,200
17 December 2019	327,000	1.06	1.04	341,860
18 December 2019	177,000	1.06	1.04	186,860
19 December 2019	167,000	1.05	1.03	173,970
20 December 2019	77,000	1.05	1.04	80,690
23 December 2019	437,000	1.05	1.03	453,610
24 December 2019	66,000	1.05	1.04	69,070
27 December 2019	458,000	1.09	1.04	487,640
30 December 2019	135,000	1.11	1.09	148,920
31 December 2019	322,000	1.12	1.10	358,550
2 January 2020	40,000	1.15	1.15	46,000
3 January 2020	300,000	1.16	1.16	348,000
6 January 2020	1,026,000	1.18	1.16	1,201,180
7 January 2020	1,398,000	1.20	1.15	1,635,570
8 January 2020	1,301,000	1.14	1.09	1,435,860
9 January 2020	277,000	1.18	1.13	320,590
10 January 2020	553,000	1.20	1.17	651,190
13 January 2020	443,000	1.20	1.20	531,600
14 January 2020	535,000	1.20	1.18	633,760
15 January 2020	2,924,000	1.20	1.12	3,401,090
16 January 2020	149,000	1.25	1.25	186,250
17 January 2020	200,000	1.29	1.29	258,000
20 January 2020	457,000	1.31	1.29	597,370
21 January 2020	1,624,000	1.33	1.28	2,144,820
22 January 2020	1,973,000	1.37	1.30	2,653,160
23 January 2020	708,000	1.35	1.25	921,610
24 January 2020	450,000	1.32	1.28	587,060

Date of buy-back	Number of Shares bought back	Price per Share		Aggregate consideration paid HK\$
		Highest HK\$	Lowest HK\$	
30 March 2020	1,437,000	1.01	0.96	1,425,950
31 March 2020	700,000	1.03	0.99	706,110
1 April 2020	614,000	1.01	0.99	612,970
2 April 2020	678,000	1.04	1.00	686,870
3 April 2020	377,000	1.01	1.00	377,540
6 April 2020	408,000	1.01	0.98	406,770
7 April 2020	365,000	1.01	1.00	366,190
8 April 2020	391,000	1.01	1.00	392,100
9 April 2020	475,000	1.01	1.00	476,050
14 April 2020	2,826,000	1.04	1.00	2,861,560
15 April 2020	495,000	1.05	1.04	518,800

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, as at the Latest Practicable Date, the following Directors did not hold any position with the Company or any other member of the Group, nor have any directorships in other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. In addition, save as disclosed herein, the following Directors have no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed in this circular, as at the Latest Practicable Date, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Executive Directors

Mr. FENG Yousheng (奉佑生), age 42, is a Founder, the Chairman, the Chief Executive Officer and the authorised representative of the Group and an executive Director of the Company. Mr. Feng is also the chairman of the Nomination Committee. Mr. Feng is primarily responsible for formulating and implementing the overall development strategies and business plans of the Group and overseeing the overall development and operations of the Group. He was appointed as a Director on 24 November 2017. In addition, Mr. Feng currently holds the position of director or other managing positions in several subsidiaries of the Company and Beijing Meelive Network Technology Co., Ltd (“Beijing Meelive”) (北京蜜萊塢網絡科技有限公司). Specifically, he is the chief executive officer, director and chairman of Beijing Meelive, an executive director of Hunan Inke Network Information Co., Ltd (湖南映客互娛網絡信息有限公司), a manager of Hunan Enjoy Network Information Co., Ltd (湖南快享網絡信息有限公司), an executive director of Beijing Cheese Network Technology Company Limited (北京映客芝士網絡科技有限公司), and an executive director of Guangdong Inke Network Information Co., Ltd. (“Guangdong Inke”) (廣東映客互娛網絡信息有限公司). Mr. Feng was appointed as a Director of Beijing Blueberry Technology Co., Ltd. (北京藍莓時節科技有限公司) and its several subsidiaries since August 2019. Mr. Feng has also been an executive director and manager of Beijing Yingzhi Consulting Limited (北京映知諮詢有限公司) since July 2016. Prior to joining the Group, Mr. Feng has served several senior management and supervisory positions in different companies. Mr. Feng started his career as a clerk of the local government of Shaibeitan Township (永州金洞林場曬北灘瑤族鄉政府) from January 1998 to July 2001. He then started his career in the Internet industry, serving as an engineer in Guangdong Dadicom Chain Services Limited (廣東大地通訊連鎖服務有限公司) from August 2001 to June 2004. Afterwards, he served as the chief inspector of Shenzhen Huadong Feitian Network Development Co., Ltd. (深圳市華動飛天網路技術開發有限公司) from July 2004 to December 2010. From December 2010 to March 2015, he also served as the senior vice president of Beijing Caiyun Online Technologies Co., Ltd (北京彩雲在線技術開發有限公司). Mr. Feng has over 18 years of experience in the internet technology industry. Mr. Feng graduated from Hunan Chemical Engineering School (湖南省化學工業學校) chemical technology major in June 1997, and by taking online courses, he graduated from China University of Geosciences (中國地質大學) in July 2017 with a junior college degree in computer application technology.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Feng as an executive Director has signed a service contract with the Company on 24 November 2017 for a term of three years and was further re-elected as an executive Director on 19 June 2019. Under the service contract, Mr. Feng is entitled to a director's remuneration of HK\$640,000 per annum and discretionary bonus as determined by the Board. Mr. Feng's appointment is subject to the provisions of retirement and rotation of directors under the Articles of Associations and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Feng holds the entire share capital of Fantastic Live Holdings Limited, which in turn directly holds 358,798,000 Shares. Accordingly, Mr. Feng is deemed to be interested in the 358,798,000 Shares held by Fantastic Live Holdings Limited within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. HOU Guangling (侯廣凌), age 35, is a Founder of the Group and an executive Director and Chief Technology Officer of the Company. Mr. Hou is primarily responsible for overseeing and managing the overall technology development of the Group. He was appointed as a Director on 9 March 2018. In addition, Mr. Hou currently holds other positions in certain subsidiaries of the Company. In particular, he is a co-founder and an executive director of Beijing Meelive, a manager of Guangdong Inke and a non-executive director of Beijing Qingliu Dingdian Technology Limited (北京清流鼎點科技有限公司) since December 2016. Prior to joining the Group, Mr. Hou worked at Duomi Online Technology Co., Ltd. (北京多米在線科技股份有限公司) (formerly known as Beijing Caiyun Online Technologies Co., Ltd) as the director for research and development from July 2010 to February 2013. He then served as the director for research and development of Beijing Huanwu Yuedong Internet Technology Co., Ltd. (北京歡舞悅動網路科技有限公司) from March 2013 to August 2015. Mr. Hou has over eight years of experience in the internet technology industry. Mr. Hou earned a bachelor of engineering in electronic and information engineering from North University of China (中北大學) in July 2006. In addition, Mr. Hou earned a master of engineering in embedded systems engineering from Peking University (北京大學) in July 2010.

Mr. Hou as an executive Director has signed a service contract with the Company on 9 March 2018 for a term of three years and was further re-elected as an executive Director on 19 June 2019. Under the service contract, Mr. Hou is entitled to a director's remuneration of HK\$640,000 per annum and discretionary bonus as determined by the Board. Mr. Hou's appointment is subject to the provisions of retirement and rotation of directors under the Articles of Associations and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Hou holds the entire share capital of Horizon Live Holdings Limited, which in turn directly holds 80,409,000 Shares. In addition, Mr. Hou, through Horizon Live Holdings Limited, holds 97.99% of the total issued share capital in Evergreen live LIMITED, which in turn directly holds 86,746,000 Shares. Accordingly, Mr. Hou is deemed to be interested in the 80,409,000 Shares and 86,746,000 Shares directly held by each of Horizon Live Holdings Limited and Evergreen live LIMITED within the meaning of Part XV of the Securities and Futures Ordinance.

NOTICE OF ANNUAL GENERAL MEETING



Inke Limited

映客互娛有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3700)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Inke Limited (the “Company”) will be held at Beijing Pengrun Hotel, No. 26 Xiaoyun Road, Chaoyang District, Beijing, China on Wednesday, 24 June 2020 at 2:00 p.m. to transact the following businesses:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2019.
2.
 - (i) To re-elect Mr. FENG Yousheng as executive director of the Company (the “Director”).
 - (ii) To re-elect Mr. HOU Guangling as executive Director.
 - (iii) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company and authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.001 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)(the “Listing Rules”), be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution: “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution: “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
 - (ii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.
6. “**THAT** conditional upon the resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

By Order of the Board
Inke Limited
FENG Yousheng
Chairman and Executive Director

Hong Kong, 27 April 2020

Registered office:

PO Box 309
Ugland House
Grand Cayman
KY-1104
Cayman Islands

Headquarter in the PRC:

Zone C, Block A
Greenland Center
Area 4, Wangjing East Garden
Chaoyang District
Beijing, 100102, PRC

*Principal place of business
in Hong Kong:*

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM (i.e. before 2:00 p.m. on Monday, 22 June 2020) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM to be held on Wednesday, 24 June 2020, the register of members of the Company will be closed from Friday, 19 June 2020 to Wednesday, 24 June 2020 (both days inclusive), during which period no transfer of shares will be registered. All transfers accompanied by the relevant certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 18 June 2020.
6. With respect to resolution numbered 2 of this notice, Mr. FENG Yousheng and Mr. HOU Guangling shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 27 April 2020.
7. As the date of this notice, the executive Directors are Mr. FENG Yousheng and Mr. HOU Guangling; the non-executive Director is Mr. LIU Xiaosong; and the independent non-executive Directors are Mr. David CUI, Mr. DU Yongbo and Dr. LI Hui.